** PUBLIC DISCLOSURE COPY **

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: SHARE OUR STRENGTH, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1730 M STREET, NW — Room/suite: 700

City or town, state or country, and ZIP + 4: WASHINGTON, DC 20036

D Employer identification number: 52-1367538

E Telephone number: (202)-393-2925

G Gross receipts $ 38,621,713.

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

F Name and address of principal officer: WILLIAM H. SHORE
SAME AS C ABOVE

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.STRENGTH.ORG

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 1984 **M** State of legal domicile: DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: TO END HUNGER AND POVERTY IN THE U.S. AND ABROAD BY HELPING COMBAT THE ROOT CAUSES OF HUNGER.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	21
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	20
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	194
6	Total number of volunteers (estimate if necessary)	6	1653
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	16,749,674.	34,396,797.
	9	Program service revenue (Part VIII, line 2g)	12,915,734.	3,164,595.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	3,443.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	647,323.	554,020.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	30,312,731.	38,118,855.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,200,555.	7,116,725.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,140,895.	11,530,445.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	201,655.	167,357.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 8,265,604.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	10,091,885.	14,411,941.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	24,634,990.	33,226,468.
	19	Revenue less expenses. Subtract line 18 from line 12	5,677,741.	4,892,387.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	11,460,142.	16,133,786.
	21	Total liabilities (Part X, line 26)	6,149,637.	3,208,259.
	22	Net assets or fund balances. Subtract line 21 from line 20	5,310,505.	12,925,527.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ John M. Green
Signature of officer — Date 11/14/12

▶ JOHN GREEN, CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/14/12		P00639053

Firm's name ▶ RAFFA, P.C. — Firm's EIN ▶ 52-1511275

Firm's address ▶ 1899 L STREET, NW, SUITE 900
WASHINGTON, DC 20036 — Phone no. 202-822-5000

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

*** ELECTRONICALLY FILED ON 11/14/2012 ***

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:
ENSURING ALL CHILDREN IN THIS COUNTRY HAVE THE ESSENTIAL HEALTHY FOOD THEY NEED EVERY DAY IS CRITICAL TO PRODUCE HEALTHY, EDUCATED CHILDREN, WHICH IN TURN IS NECESSARY FOR A STRONGER, MORE PRODUCTIVE NATION. SHARE OUR STRENGTH'S MISSION IS TO END CHILDHOOD HUNGER IN THE UNITED

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 5,365,383. including grants of $ 1,432,700.) (Revenue $ 36,853.)
IN 2011, SHARE OUR STRENGTH DISTRIBUTED GRANTS TO FUND MORE THAN 250 ANTI-HUNGER ORGANIZATIONS AND PROVIDED NUTRITION EDUCATION TO LOW INCOME FAMILIES. THROUGH THESE GRANTS SUPPORTING THE NO KID HUNGRY CAMPAIGN, WE ARE ENDING CHILDHOOD HUNGER BY CONNECTING KIDS TO EFFECTIVE NUTRITION PROGRAMS LIKE SCHOOL BREAKFAST AND SUMMER MEALS.

4b (Code:) (Expenses $ 12,231,045. including grants of $ 5,058,025.) (Revenue $ 3,004,140.)
THE NO KID HUNGRY CAMPAIGN IS ENDING CHILDHOOD HUNGER IN PART BY INCREASING CHILD PARTICIPATION IN EXISTING, EFFECTIVE FEDERAL NUTRITION PROGRAMS LIKE SCHOOL BREAKFAST AND SUMMER MEALS. THIS WORK IS ACCOMPLISHED THROUGH THE NO KID HUNGRY NETWORK, MADE UP OF PRIVATE CITIZENS, PUBLIC OFFICIALS, NONPROFITS, BUSINESS LEADERS AND OTHERS PROVIDING INNOVATIVE HUNGER SOLUTIONS IN THEIR COMMUNITIES. THESE PUBLIC-PRIVATE PARTNERSHIPS WORK TOGETHER TO IDENTIFY AND ELIMINATE THE BARRIERS THAT MAY PREVENT CHILDREN FROM ACCESSING EXISTING FOOD AND NUTRITION RESOURCES. THE NO KID HUNGRY CAMPAIGN ALSO ENGAGES THE PUBLIC TO MAKE ENDING CHILDHOOD HUNGER A NATIONAL PRIORITY, WORKING TO SHINE THE SPOTLIGHT ON THE CRISIS AND MOBILIZE A POWERFUL MOVEMENT OF INDIVIDUALS AND ADVOCATES COMMITTED TO THE BOLD ACTIONS AND POLICY

4c (Code:) (Expenses $ 3,675,624. including grants of $ 626,000.) (Revenue $ 123,602.)
THROUGH ITS COOKING MATTERS PROGRAM, THE NO KID HUNGRY CAMPAIGN EQUIPS LOW-INCOME FAMILIES WITH SKILLS TO STRETCH THEIR FOOD BUDGETS SO THEIR KIDS GET HEALTHY MEALS AT HOME. COOKING MATTERS PARTICIPANTS LEARN TO SHOP SMARTER, USE NUTRITION INFORMATION TO MAKE HEALTHIER FOOD CHOICES, AND COOK DELICIOUS, AFFORDABLE MEALS.

4d Other program services (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 21,272,052.

SEE SCHEDULE O FOR CONTINUATION(S)

Part IV | Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	X	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19	X	
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33	X	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

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01-23-12

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	459			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	194			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI ..... [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	21		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	20		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ AL,AK,AZ,AR,CA,CO,CT,FL,GA,HI,IL,KS

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[X] Own website [X] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

EILEEN FOX - 202-478-6512

1730 M STREET, NW, #700, WASHINGTON, DC 20036

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) SID ABRAMS DIRECTOR	2.00	X						0.	0.	0.
(2) JIM BAREUTHER DIRECTOR	2.00	X						0.	0.	0.
(3) CHARLES BERNSTEIN DIRECTOR EMERITUS	2.00	X						0.	0.	0.
(4) JIM BERRIEN DIRECTOR	2.00	X						0.	0.	0.
(5) NEIL BRAUN DIRECTOR	3.00	X						0.	0.	0.
(6) KATHY BUSHKIN CALVIN DIRECTOR	2.00	X						0.	0.	0.
(7) JONI DOOLIN DIRECTOR	2.00	X						0.	0.	0.
(8) WALLY DOOLIN DIRECTOR	2.00	X						0.	0.	0.
(9) PETER GOLD DIRECTOR	2.00	X						0.	0.	0.
(10) MARIA GOMEZ DIRECTOR	2.00	X						0.	0.	0.
(11) MICHAEL GORDON DIRECTOR	3.00	X						0.	0.	0.
(12) BOB GREENSTEIN DIRECTOR	2.00	X						0.	0.	0.
(13) WILL KANTERES DIRECTOR	2.00	X						0.	0.	0.
(14) ROZ MALLET DIRECTOR	3.00	X						0.	0.	0.
(15) MIKE MCMURRY DIRECTOR	2.00	X						0.	0.	0.
(16) DANNY MEYER DIRECTOR	2.00	X						0.	0.	0.
(17) MARY SUE MILLIKEN DIRECTOR	2.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) DONNA S. MOREA DIRECTOR	2.00	X						0.	0.	0.
(19) MARK RODRIGUEZ DIRECTOR	2.00	X						0.	0.	0.
(20) SCOTT SCHOEN DIRECTOR	2.00	X						0.	0.	0.
(21) WILLIAM H. SHORE FOUNDER & CEO	40.00	X		X				267,222.	0.	15,054.
(22) DEBBIE SHORE CO-FOUNDER	40.00			X				180,985.	0.	10,029.
(23) ERIC SCHWEIKERT CFO	40.00			X				140,329.	0.	8,727.
(24) JOHN GREEN CFO	40.00			X				59,876.	0.	3,978.
(25) THOMAS NELSON PRESIDENT & COO	40.00			X				52,083.	0.	18,740.
(26) JOSH WACHS CHIEF STRATEGY OFFICER	40.00				X			204,318.	0.	13,091.
1b Sub-total ▶								904,813.	0.	69,619.
c Total from continuation sheets to Part VII, Section A ▶								327,143.	0.	26,535.
d Total (add lines 1b and 1c) ▶								1,231,956.	0.	96,154.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 6

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
KARLITZ AND COMPANY 95 MADISON AVENUE, NEW YORK, NY 10016	EVENT PRODUCER	512,945.
MEATPACKING DISTRICT INIT., 829 WASHINGTON STREET, SUITE 12, NEW YORK, NY 10014	EVENT PRODUCER	446,680.
AGENCY 21, 1428 BRICKELL AVENUE, SUITE 303, MIAMI, FL 33131	FUNDRAISING	347,780.
STAMFORD TENT AND EVENT SERVICES 84 LENOX AVENUE, STAMFORD, CT 06906	EQUIPMENT RENTAL	347,780.
GREAT PERFORMANCE 304 HUDSON STREET, NEW YORK, NY 10013	CONSULTING	342,387.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 12

SEE PART VII, SECTION A CONTINUATION SHEETS

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(27) CHARLES SCOFIELD CHIEF DEVELOPMENT OFFICER	40.00				X			182,758.	0.	10,704.
(28) DAVE SLATER COMMUNICATIONS DIRECTOR	40.00					X		144,385.	0.	15,831.
Total to Part VII, Section A, line 1c								327,143.		26,535.

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Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 2,207,811.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 950,714.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 31238272.				
	g Noncash contributions included in lines 1a-1f: $ 371,432.					
	h **Total.** Add lines 1a-1f ▶		34396797.			
Program Service Revenue		Business Code				
	2 a AUCTION REVENUE	900099	1,618,615.	1,618,615.		
	b CONSULTING REVENUE	900099	820,000.	820,000.		
	c BAKE SALES	900099	620,492.	620,492.		
	d REGISTRATION FEES	900099	105,488.	105,488.		
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		3,164,595.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		87.			87.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶		1,290.			1,290.
		(i) Real / (ii) Personal				
	6 a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities 37,237. / (ii) Other				
	b Less: cost or other basis and sales expenses	33,881.				
	c Gain or (loss)	3,356.				
	d Net gain or (loss) ▶		3,356.			3,356.
	8 a Gross income from fundraising events (not including $ 2,207,811. of contributions reported on line 1c). See Part IV, line 18	a 94,440.				
	b Less: direct expenses	b 443,872.				
	c Net income or (loss) from fundraising events ▶		-349,432.			-349,432.
	9 a Gross income from gaming activities. See Part IV, line 19	a 50,210.				
	b Less: direct expenses	b 25,105.				
	c Net income or (loss) from gaming activities ▶		25,105.			25,105.
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory ▶					
	Miscellaneous Revenue	Business Code				
	11 a MISCELLANEOUS REVENUE	900099	690,134.			690,134.
	b COST SHARE	900099	79,643.			79,643.
	c EXHIBITOR FEES	900099	54,250.			54,250.
	d All other revenue	900099	53,030.			53,030.
	e **Total.** Add lines 11a-11d ▶		877,057.			
	12 **Total revenue.** See instructions. ▶		38118855.	3,164,595.	0.	557,463.

Part IX | Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	7,116,725.	7,116,725.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,167,894.	654,020.	245,258.	268,616.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	8,893,715.	4,939,155.	1,892,019.	2,062,541.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	73,892.	44,117.	14,120.	15,655.
9 Other employee benefits	637,461.	375,588.	124,373.	137,500.
10 Payroll taxes	757,483.	444,616.	148,651.	164,216.
11 Fees for services (non-employees):				
a Management				
b Legal	2,716.	1,153.	1,149.	414.
c Accounting	41,775.	4,000.	37,775.	
d Lobbying	6,950.	6,950.		
e Professional fundraising services. See Part IV, line 17	167,357.			167,357.
f Investment management fees	840.		840.	
g Other	3,808,361.	2,456,170.	178,337.	1,173,854.
12 Advertising and promotion	1,443,210.	529,950.	51,660.	861,600.
13 Office expenses	3,619,128.	1,998,323.	571,382.	1,049,423.
14 Information technology	153,993.	110,821.	21,941.	21,231.
15 Royalties				
16 Occupancy	892,297.	574,238.	138,145.	179,914.
17 Travel	1,042,740.	678,428.	77,251.	287,061.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,505,544.	1,051,033.	7,853.	1,446,658.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	77,983.		77,983.	
23 Insurance	75,200.	43,003.	11,732.	20,465.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FEES & LICENSE	687,641.	243,762.	34,780.	409,099.
b BAD DEBT	53,563.		53,563.	
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	33,226,468.	21,272,052.	3,688,812.	8,265,604.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ [X] if following SOP 98-2 (ASC 958-720)	4,774,991.	1,488,176.	0.	3,286,815.

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Form **990** (2011)

Part X Balance Sheet

					(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing				1	6,245,066.
	2	Savings and temporary cash investments			6,214,033.	2	196,876.
	3	Pledges and grants receivable, net			1,539,055.	3	5,250,095.
	4	Accounts receivable, net			2,379,324.	4	2,726,455.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			2,420.	8	3,833.
	9	Prepaid expenses and deferred charges			242,909.	9	379,535.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	825,628.			
	b	Less: accumulated depreciation	10b	403,413.	3,729.	10c	422,215.
	11	Investments - publicly traded securities				11	18,750.
	12	Investments - other securities. See Part IV, line 11			1,027,002.	12	839,091.
	13	Investments - program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			51,670.	15	51,870.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			11,460,142.	16	16,133,786.
Liabilities	17	Accounts payable and accrued expenses			1,615,853.	17	2,138,016.
	18	Grants payable			2,902,681.	18	429,873.
	19	Deferred revenue			1,631,103.	19	640,370.
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D				25	
	26	**Total liabilities.** Add lines 17 through 25			6,149,637.	26	3,208,259.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			295,688.	27	1,909,114.
	28	Temporarily restricted net assets			5,014,817.	28	11,016,413.
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			5,310,505.	33	12,925,527.
	34	Total liabilities and net assets/fund balances			11,460,142.	34	16,133,786.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	38,118,855.
2	Total expenses (must equal Part IX, column (A), line 25)	2	33,226,468.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,892,387.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,310,505.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,722,635.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	12,925,527.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b	X	

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.
Employer identification number: 52-1367538

Part I — Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
Total									

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.**

Part II | Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6810093.	8440550.	6754640.	18724674.	34396797.	75126754.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	6810093.	8440550.	6754640.	18724674.	34396797.	75126754.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						5738530.
6 **Public support.** Subtract line 5 from line 4.						69388224.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	6810093.	8440550.	6754640.	18724674.	34396797.	75126754.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	19,963.	11,908.	102.		1,377.	33,350.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	510,738.	731,206.	246,619.	872,930.	902,162.	3263655.
11 **Total support.** Add lines 7 through 10						78423759.

12 Gross receipts from related activities, etc. (see instructions) ..... 12 | 37,026,160.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ..... ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) ..... 14 | 88.48 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 ..... 15 | 85.72 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ▶ ☒

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ..... ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization	Employer identification number
SHARE OUR STRENGTH, INC.	52-1367538

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[ ] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[X] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

COPY

Name of organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		$ 4,758,333.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2		$ 2,099,227.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3		$ 1,715,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4		$ 700,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
SHARE OUR STRENGTH, INC.	52-1367538

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
2 Political expenditures ▶ $
3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $
2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
4a Was a correction made? ☐ Yes ☐ No
b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $
3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $
4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	**(a)** Filing organization's totals	**(b)** Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)	6,950.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)	6,950.	
d Other exempt purpose expenditures	33,400,775.	
e Total exempt purpose expenditures (add lines 1c and 1d)	33,407,725.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying nontaxable amount	1,000,000.	627,753.	1,000,000.	1,000,000.	3,627,753.
b Lobbying ceiling amount (150% of line 2a, column(e))					5,441,630.
c Total lobbying expenditures	7,361.	9,604.	7,311.	6,950.	31,226.
d Grassroots nontaxable amount	250,000.	156,938.	250,000.	250,000.	906,938.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,360,407.
f Grassroots lobbying expenditures				6,950.	6,950.

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

Part III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other ______

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV | Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V | Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Temporarily restricted endowment ▶ ______ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI | Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		260,235.	39,528.	220,707.
d Equipment				
e Other		565,393.	363,885.	201,508.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				422,215.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	839,091.	END-OF-YEAR MARKET VALUE
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	839,091.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	38,118,855.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	33,226,468.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	4,892,387.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	2,889,174.
8	Other (Describe in Part XIV.)	8	-166,539.
9	Total adjustments (net). Add lines 4 through 8	9	2,722,635.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	7,615,022.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	64,697,204.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	26,134,477.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	443,872.		
e	Add lines **2a** through **2d**			2e	26,578,349.
3	Subtract line **2e** from line **1**			3	38,118,855.
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	38,118,855.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	59,804,817.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	26,134,477.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d	443,872.		
e	Add lines **2a** through **2d**			2e	26,578,349.
3	Subtract line **2e** from line **1**			3	33,226,468.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	33,226,468.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: SOS PERFORMED AN EVALUATION OF UNCERTAIN TAX POSITIONS FOR THE YEAR ENDED DECEMBER 31, 2011, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

LOSS FROM SUBSIDIARY -166,539.

Part XIV Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 443,872.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES 443,872.

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a [ ] Mail solicitations
b [ ] Internet and email solicitations
c [X] Phone solicitations
d [X] In-person solicitations
e [ ] Solicitation of non-government grants
f [ ] Solicitation of government grants
g [ ] Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? [ ] Yes [X] No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
AGENCY 21 - 1428 BRICKELL AVEUE, SUITE 303, MIAMI, FL	SIGNING CORPORATE SPONSORS FOR NYCWFF		X	1,133,043.	167,357.	965,686.
Total ▶				1,133,043.	167,357.	965,686.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

NY

LHA **Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.** **Schedule G (Form 990 or 990-EZ) 2011**

SEE PART IV FOR CONTINUATIONS

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Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 NO KID HUNGRY DINNE (event type)	(b) Event #2 AUTMNN HARVEST (event type)	(c) Other events 8 (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	1,371,520.	348,040.	582,691.	2,302,251.
	2 Less: Charitable contributions	1,322,320.	341,740.	543,751.	2,207,811.
	3 Gross income (line 1 minus line 2)	49,200.	6,300.	38,940.	94,440.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	52,237.		44,857.	97,094.
	7 Food and beverages	21,325.	2,226.	9,247.	32,798.
	8 Entertainment			1,450.	1,450.
	9 Other direct expenses	192,128.	27,122.	93,280.	312,530.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(443,872.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-349,432.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue			50,210.	50,210.
Direct Expenses	2 Cash prizes			25,105.	25,105.
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☒ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				(25,105.)
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				25,105.

9 Enter the state(s) in which the organization operates gaming activities: CA,CT,DE,ME,MD,MA,NV,NH,OH,OR,PA,VT

a Is the organization licensed to operate gaming activities in each of these states? ☒ Yes ☐ No

b If "No," explain:

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☒ No

b If "Yes," explain:

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11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☒ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☒ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility 13a %

b An outside facility 13b %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☒ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ________ and the amount of gaming revenue retained by the third party ▶ $ ________ .

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☒ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: AGENCY 21

(I) ADDRESS OF FUNDRAISER: 1428 BRICKELL AVEUE, SUITE 303, MIAMI, FL 33131

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number 52-1367538

Part I **General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACCION INTERNATIONAL 56 ROLAND STREET BOSTON, MA 02129-1235	13-2535763	501(C)(3)	29,254.	0.			INTERNATIONAL ANTI-HUNGER SUPPORT
ACTION AGAINST HUNGER USA 247 WEST 37TH STREET NEW YORK, NY 10018-5706	13-3327220	501(C)(3)	35,000.	0.			SOMALIA EMERGENCY GRANT
ADVOCATES FOR CHILDREN AND YOUTH 8 MARKET PLACE, SUITE 500 BALTIMORE, MD 21202	52-1555895	501(C)(3)	10,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
ALLIANCE TO END HUNGER 425 3RD STREET, SW, SUITE 1200 WASHINGTON, DC 20024	20-2803848	501(C)(3)	10,000.	0.			INTERNAL SPECIAL REQUEST FOR FUNDS
AMARILLO FAMILY YMCA 4101 HILLSIDE ROAD AMARILLO, TX 79110-3147	75-0800695	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
ANNE ARUNDEL PUBLIC SCHOOLS 2666 RIVA ROAD, SUITE 100 ANNAPOLIS, MD 21401		N/A	12,666.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 188.

3 Enter total number of other organizations listed in the line 1 table ▶ 3.

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2011)**

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Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ARCHDIOCESE OF BALTIMORE SETON KEOUGH CAMPUS, 1201 S. CATON HALETHORPE, MD 21227	52-0591535	501(C)(3)	12,600.	0.			SUMMER MEALS PROGRAM SUPPORT
ARKANSAS HUNGER RELIEF ALLIANCE, INC. - 1400 WEST MARKHAM STREET, SUITE 304 - LITTLE ROCK, AR 72201-1844	30-0254995	501(C)(3)	154,833.	0.			NO KID HUNGRY STATE-CITY GRANTS
ASHOKA 1700 NORTH MOORE STREET, SUITE 2000 ARLINGTON, VA 22209-1909	51-0255908	501(C)(3)	21,555.	0.			INTERNATIONAL ANTI-HUNGER SUPPORT
ASSOCIATION OF ARIZONA FOOD BANKS 2100 NORTH CENTRAL AVENUE, SUITE 23 PHOENIX, AZ 85004	86-0507679	501(C)(3)	8,401.	0.			TASTE OF THE NATION CHS 2011
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY, BOULEVARD ATLANTA, GA 30318	58-1376648	501(C)(3)	306,062.	0.			TASTE OF THE NATION CHS 2011
AURORA PROJECT, INC. 1035 NORTH SUPERIOR STREET TOLEDO, OH 43604-1960	34-1517827	501(C)(3)	18,946.	0.			TASTE OF THE NATION CHS 2011
AUTISM SPEAKS, INC. 1 E 33RD STREET FLOOR 4 NEW YORK, NY 10016-5011	20-2329938	501(C)(3)	5,177.	0.			INTERNAL SPECIAL REQUEST FOR FUNDS
BALTIMORE CITY PUBLIC SCHOOLS 200 EAST NORTH AVENUE BALTIMORE, MD 21202		N/A	5,735.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT
BALTIMORE COUNTY PUBLIC SCHOOLS 1946-R GREENSPRING DRIVE TIMONIUM, MD 21093		N/A	6,311.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BAY AREA FOOD BANK, INC. 5248 MOBILE SOUTH STREET THEODORE, AL 36582-0000	63-0821997	501(C)(3)	8,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
BOYS & GIRLS CLUB OF MANCHESTER 555 UNION STREET MANCHESTER, NH 03104	02-0226033	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
BOYS & GIRLS CLUB OF ROCHESTER 1026 EAST CENTER STREET ROCHESTER, MN 55904-4658	41-1945875	501(C)(3)	16,000.	0.			SUMMER MEALS PROGRAM SUPPORT
BOYS & GIRLS CLUBS OF ADA COUNTY 610 EAST 42ND STREET GARDEN CITY, ID 83714-6388	82-0481687	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
BOYS & GIRLS CLUBS OF METROPOLITAN PHOENIX - 2645 NORTH 24TH STREET - PHOENIX, AZ 85008-1807	86-0107639	501(C)(3)	7,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
BOYS & GIRLS CLUBS OF SAN FRANCISCO - 55 HAWTHORNE STREET, SUITE 600 - SAN FRANCISCO, CA 94105-3906	94-1156608	501(C)(3)	6,200.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
BRANDYWINE COMMUNITY RESOURCE COUNCIL, INC. (DBA CLAYMONT COMMUNITY CENTER) - 3301 GREEN STREET - CLAYMONT, DE 19703-2052	51-0164850	501(C)(3)	9,615.	0.			TASTE OF THE NATION CHS 2011
BREAD FOR THE WORLD 425 3RD STREET, SW WASHINGTON, DC 20024	13-2803276	501(C)(4)	77,714.	0.			CONFERENCE SPONSORSHIP; INTERNATIONAL ANTI-HUNGER SUPPORT
BROWARD MEALS ON WHEELS 3810 INVERRARY BOULEVARD, SUITE 305 LAUDERHILL, FL 33319-4381	59-2450043	501(C)(3)	9,952.	0.			TASTE OF THE NATION CHS 2011

Schedule I (Form 990)

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CALIFORNIA ASSOCIATION OF FOOD BANKS - 1624 FRANKLIN STREET, SUITE 722 - OAKLAND, CA 94612	68-0392816	501(C)(3)	24,709.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CALIFORNIA FOOD POLICY ADVOCATES 436 14TH STREET OAKLAND, CA 94612	94-3163142	501(C)(3)	244,709.	0.			NO KID HUNGRY STATE-CITY GRANTS
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BOULEVARD FORT WORTH, TX 76137-4699	75-0851201	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CAPITAL AREA FOOD BANK 645 TAYLOR STREET, NE WASHINGTON, DC 20017-2063	52-1167582	501(C)(3)	33,405.	0.			INTERNAL SPECIAL REQUEST FOR FUNDS; TASTE OF THE NATION CHS 2011
CATHOLIC CHARITIES FOOD BANK OF THE SOUTHERN TIER - 388 UPPER OAKWOOD AVENUE - ELMIRA, NY 14903	22-2580142	501(C)(3)	13,470.	0.			TASTE OF THE NATION CHS 2011
CATHOLIC CHARITIES OF SOUTHERN NEVADA - 1501 LAS VEGAS BOULEVARD, NORTH - LAS VEGAS, NV 89101	88-0059425	501(C)(3)	13,541.	0.			TASTE OF THE NATION CHS 2011
CENTER FOR CIVIL JUSTICE 320 SOUTH WASHINGTON, 2ND FLOOR SAGINAW, MI 48607-1158	38-1859780	501(C)(3)	7,500.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CENTER FOR PUBLIC POLICY PRIORITIES - 900 LYDIA STREET - AUSTIN, TX 78702-2625	74-2898198	501(C)(3)	27,010.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CHICAGO PUBLIC SCHOOLS 125 SOUTH CLARK STREET, 16TH FLOOR CHICAGO, IL 60603		N/A	35,000.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN OF SHELTERS 2269 CHESTNUT STREET, SUITE 439 SAN FRANCISCO, CA 94123-2600	94-3192608	501(C)(3)	11,808.	0.			TASTE OF THE NATION CHS 2011
CHILDREN'S ALLIANCE 718 6TH AVENUE SOUTH SEATTLE, WA 98104-3819	91-0982879	501(C)(3)	152,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
CHILDREN'S ALLIANCE OF NEW HAMPSHIRE, INC. - 2 DELTA DRIVE - CONCORD, NH 03301	22-2936619	501(C)(3)	17,322.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CHILDREN'S HUNGER ALLIANCE 370 SOUTH FIFTH STREET COLUMBUS, OH 43215-5408	23-7303509	501(C)(3)	12,500.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
CHRISTIAN COMMUNITY ACTION, INC. 168 DAVENPORT AVENUE NEW HAVEN, CT 06519-1333	06-0841885	501(C)(3)	13,759.	0.			TASTE OF THE NATION CHS 2011
CITY HARVEST, INC. 575 EIGHTH AVENUE, 4TH FLOOR NEW YORK, NY 10018	13-3170676	501(C)(3)	25,000.	0.			TASTE OF THE NATION CHS 2011
CITYSQUARE 511 NORTH AKARD STREET, APT 302 DALLAS, TX 75201-6615	75-2332948	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
COALITION FOR THE HOMELESS OF CENTRAL FLORIDA, INC. - 639 WEST CENTRAL BOULEVARD - ORLANDO, FL 32801-2542	59-2814255	501(C)(3)	48,780.	0.			TASTE OF THE NATION CHS 2011
COMMUNITY ACTION PARTNERSHIP OF KERN - 300 19TH STREET - BAKERSFIELD, CA 93301-4906	95-2402760	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT

Schedule I (Form 990)

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COMMUNITY ACTION PARTNERSHIP OF ORANGE COUNTY - 11870 MONARCH STREET - GARDEN GROVE, CA 92841	95-2452787	501(C)(3)	18,421.	0.			TASTE OF THE NATION CHS 2011
COMMUNITY CHILD CARE CENTER OF PORTSMOUTH - 100 CAMPUS DRIVE SUITE 20 - PORTSMOUTH, NH 03801-5892	02-0273466	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
COMMUNITY CULINARY SCHOOL OF CHARLOTTE - 2401-A DISTRIBUTION STREET - CHARLOTTE, NC 28203-5025	56-2051086	501(C)(3)	32,769.	0.			TASTE OF THE NATION CHS 2011
CONGRESSIONAL HUNGER CENTER 400 N CAPITOL STREET, NW, SUITE G10 WASHINGTON, DC 20001-1592	52-1842738	501(C)(3)	10,000.	0.			INTERNAL SPECIAL REQUEST FOR FUNDS
CONNECTICUT FOOD BANK, INC. P.O. BOX 8686 NEW HAVEN, CT 06531	06-1063025	501(C)(3)	13,759.	0.			TASTE OF THE NATION CHS 2011
CORNELL COOPERATIVE EXTENSION TOMPKINS COUNTY - 615 WILLOW AVENUE - ITHACA, NY 14850-3555	16-6072897	501(C)(3)	7,387.	0.			TASTE OF THE NATION CHS 2011
CULTIVATING COMMUNITY P.O. BOX 3792 PORTLAND, ME 04104	04-3607322	501(C)(3)	11,727.	0.			TASTE OF THE NATION CHS 2011
EARTHEN VESSELS OUTREACH 250 SOUTH PACIFIC AVENUE PITTSBURGH, PA 15224-1750	42-1631628	501(C)(3)	10,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
EAST BOSTON YMCA 215 BREMEN STREET BOSTON, MA 02128	04-2103551	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EAST VALLEY FAMILY SERVICES/KID'S KITCHEN - 1800 EAST SAHARA, SUITE 111 - LAS VEGAS, NV 89104	90-0183363	501(C)(3)	8,009.	0.			SUMMER MEALS PROGRAM SUPPORT
END HUNGER CONNECTICUT!, INC. 102 HUNGERFORD STREET HARTFORD, CT 06106	06-1545835	501(C)(3)	186,199.	0.			NO KID HUNGRY STATE-CITY GRANTS
END HUNGER IN CALVERT COUNTY P.O. BOX 758 HUNTINGTOWN, MD 20639-0758	80-0456174	501(C)(3)	10,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FAMILIA CENTER 711 EAST CLIFF DRIVE SANTA CRUZ, CA 95060	77-0071589	501(C)(3)	15,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FAMILY LEAGUE OF BALTIMORE CITY 2305 NORTH CHARLES STREET, SUITE 20 BALTIMORE, MD 21218-4318	52-1734848	501(C)(3)	35,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
FEDERATION OF VIRGINIA FOOD BANKS 800 TIDEWATER DRIVE NORFOLK, VA 23504	54-1388664	501(C)(3)	30,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
FEEDING SOUTH FLORIDA 2501 SW 32ND TERRACE PEMBROKE PARK, FL 33023	59-2097520	501(C)(3)	24,271.	0.			TASTE OF THE NATION CHS 2011
FIRSTLINE SCHOOLS/EDIBLE SCHOOLYARD NEW ORLEANS - 2319 VALENCE STREET - NEW ORLEANS, LA 70115	72-1409800	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FLORENCE FULLER CHILD DEVELOPMENT CENTER - 200 NE 14TH STREET - BOCA RATON, FL 33432-1848	59-1312245	501(C)(3)	9,537.	0.			TASTE OF THE NATION CHS 2011

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FLORIDA IMPACT 1331 EAST LAFAYETTE STREET, SUITE A TALLAHASSEE, FL 32301	59-2859151	501(C)(3)	287,818.	0.			NO KID HUNGRY STATE-CITY GRANTS
FLORIDA INTRODUCES PHYSICAL ACTIVITY AND NUTRITION TO YOUTH (FLIPANY) - 6600 W. COMMERCIAL BOULEVARD - LAUDERHILL, FL 33319	87-0743538	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FOOD BANK FOR NEW YORK CITY, FOOD FOR SURVIVAL - 39 BROADWAY, 10TH FLOOR - NEW YORK, NY 10006	13-3179546	501(C)(3)	30,000.	0.			TASTE OF THE NATION CHS 2011
FOOD BANK FOR THE HEARTLAND/HUNGER FREE HEARTLAND - 6824 J STREET - OMAHA, NE 68117-1016	47-0637701	501(C)(3)	30,000.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)
FOOD BANK OF CENTRAL NEW YORK 7066 INTERSTATE ISLAND ROAD SYRACUSE, NY 13209	22-2816988	501(C)(3)	14,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FOOD BANK OF DELAWARE 14 GARFIELD WAY NEWARK, DE 19713-3450	51-0258984	501(C)(3)	21,423.	0.			TASTE OF THE NATION CHS 2011
FOOD BANK OF NORTHERN NEVADA, INC. 550 ITALY DRIVE MCCARRAN, NV 89434-5603	94-2924979	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FOOD BANK OF SOUTH JERSEY 1501 JOHN TIPTON BOULEVARD PENNSAUKEN, NJ 08110-2303	22-2623089	501(C)(3)	8,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVENUE DENVER, CO 80239-3007	84-0772672	501(C)(3)	7,500.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT

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FOOD FOR LANE COUNTY 770 BAILEY HILL ROAD EUGENE, OR 97402	93-0888347	501(C)(3)	10,000.	0.			TASTE OF THE NATION CHS 2011
FOOD LIFELINE 1702 NE 150TH STREET SHORELINE, WA 98155-7226	91-1090450	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEAL, PROGRAM SUPPORT
FOOD RESEARCH & ACTION CENTER, INC. - 1875 CONNECTICUT AVENUE, NW, SUITE 540 - WASHINGTON, DC 20009-5738	23-7200739	501(C)(3)	67,696.	0.			TASTE OF THE NATION CHS 2011; INTERNAL SPECIAL REQUEST FOR FUNDS
FOOD RUNNERS 2579 WASHINGTON STREET SAN FRANCISCO, CA 94115-1818	94-3129692	501(C)(3)	17,711.	0.			TASTE OF THE NATION CHS 2011
FOOD SERVICES FOR MONTGOMERY COUNTY PUBLIC SCHOOLS - 16655 CRABBS BRANCH WAY - ROCKVILLE, MD 20855		N/A	15,000.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVENUE SANTA BARBARA, CA 93110-0000	77-0169214	501(C)(3)	25,682.	0.			TASTE OF THE NATION CHS 2011
FOODSHARE, INC. 450 WOODLAND AVENUE BLOOMFIELD, CT 06002-1342	22-2474771	501(C)(3)	32,337.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
FOOTPRINTS FOOD PANTRY, INC. P.O. BOX 246 KITTERY, ME 03904-0246	22-3149937	501(C)(3)	21,924.	0.			TASTE OF THE NATION CHS 2011
FRAZER SCHOOL #2 325 6TH STREET, BX. 488 FRAZER, MT 59225		N/A	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT

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GALLUP-MCKINLEY SCHOOLS 640 S. BOARDMAN DRIVE GALLUP, NM 87301		N/A	7,739.	0.			NO KID HUNGRY STATE-CITY GRANTS
GENESIS SHELTER, INC. 173 BOULEVARD NE ATLANTA, GA 30312-1468	58-1934891	501(C)(3)	37,919.	0.			TASTE OF THE NATION CHS 2011
GEORGIA BUDGET AND POLICY INSTITUTE - 100 EDGEWOOD AVENUE, SUITE 950 - ATLANTA, GA 30303-3066	55-0860376	501(C)(3)	16,251.	0.			TASTE OF THE NATION CHS 2011
GEORGIA CITIZENS' COALITION ON HUNGER - 9 GAMMON AVENUE - ATLANTA, GA 30315-2711	23-7422289	501(C)(3)	21,668.	0.			TASTE OF THE NATION CHS 2011
GEORGIA FOOD BANK ASSOCIATION 732 JOSEPH LOWERY BLVD NW ATLANTA, GA 30318	58-2374577	501(C)(3)	150,500.	0.			TASTE OF THE NATION CHS 2011
GLASSBORO CHILD DEVELOPMENT CENTERS - 31 SOUTH MAIN STREET - GLASSBORO, NJ 08028-2539	22-1910475	501(C)(3)	7,500.	0.			SUMMER MEALS PROGRAM SUPPORT
GLEANERS COMMUNITY FOOD BANK OF SOUTHEASTERN MICHIGAN - 2131 BEAUFAIT - DETROIT, MI 48207-3410	38-2156255	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
GLOBAL FOOD BANK NETWORK 203 NORTH LASALLE STREET CHICAGO, IL 60601-1267	20-4268851	N/A	10,000.	0.			INTERNATIONAL ANTI-HUNGER SUPPORT
GOOD SHEPHERD FOOD-BANK P.O. BOX 1807 AUBURN, ME 04211	22-2986809	501(C)(3)	17,591.	0.			TASTE OF THE NATION CHS 2011

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GPAN COOKING MATTERS 925 MAIN STREET, SUITE 202 STONE MTN, GA 30083-3097	58-2404240	501(C)(3)	17,605.	0.			TASTE OF THE NATION CHS 2011
GRASSROOTS INTERNATIONAL 179 BOLYSTON STREET, 4TH FLOOR BOSTON, MA 02130-4520	04-2791159	501(C)(3)	46,951.	0.			HAITI EMERGENCY
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	36-2971864	501(C)(3)	132,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
GREATER MINNEAPOLIS COUNCIL OF CHURCHES - 1001 EAST LAKE STREET - MINNEAPOLIS, MN 55407-0509	41-0693933	501(C)(3)	12,844.	0.			TASTE OF THE NATION CHS 2011
GREATER PHILADELPHIA COALITION AGAINST HUNGER - 1725 FAIRMOUNT AVENUE #102 - PHILADELPHIA, PA 19130	23-2360820	501(C)(3)	16,455.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
HARTFORD FOOD SYSTEM, INC. 86 PARK STREET, 2ND FLOOR HARTFORD, CT 06106	06-0991880	501(C)(3)	27,337.	0.			TASTE OF THE NATION CHS 2011
HORTON'S KIDS 110 MARYLAND AVENUE NE, SUITE 207 WASHINGTON, DC 20002	52-1755403	501(C)(3)	12,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT, SUMMER MEALS PROGRAM SUPPORT
HOUSTON FOOD BANK 535 PORTWALL HOUSTON, TX 77029	74-2181456	501(C)(3)	63,978.	0.			TASTE OF THE NATION CHS 2011
HOUSTON INDEPENDENT SCHOOL DISTRICT - 6801 BENNINGTON STREET - HOUSTON, TX 77028		N/A	30,000.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)

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HOUSTON PARKS AND RECREATION DEPARTMENT - 2999 SOUTH WAYSIDE DRIVE - HOUSTON, TX 70023	74-6001164	N/A	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
HOWARD COUNTY PUBLIC SCHOOLS 10910 ROUTE 108 ELLICOTT CITY, MD 21042		N/A	13,696.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT
HUNGER FREE COLORADO 2222 S ALBION STREET, SUITE 360 DENVER, CO 80222-4938	68-0551464	501(C)(3)	245,500.	0.			NO KID HUNGRY STATE-CITY GRANTS; SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)
HUNGER FREE VERMONT 38 EASTWOOD DRIVE SOUTH BURLINGTON, VT 05403	03-0336357	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEAL, PROGRAM SUPPORT
HUNGER SOLUTIONS NEW YORK, INC. 14 COMPUTER DRIVE EAST ALBANY, NY 12205	22-2954760	501(C)(3)	22,000.	0.			TASTE OF THE NATION CHS 2011
HUNGER TASK FORCE, INC. 201 SOUTH HAWLEY COURT MILWAUKEE, WI 53214-1966	39-1345847	501(C)(3)	17,000.	0.			SUMMER MEALS PROGRAM SUPPORT
IDAHO FOODBANK WAREHOUSE INC 3562 SOUTH TK AVENUE BOISE, ID 83705	82-0425400	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
ILLINOIS ACTION FOR CHILDREN 4753 N BROADWAY, SUITE 1200 CHICAGO, IL 60640-4998	36-2712912	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
ILLINOIS HUNGER COALITION 205 W MONROE STREET, SUITE 310 CHICAGO, IL 60606-5013	37-1251831	501(C)(3)	19,816.	0.			TASTE OF THE NATION CHS 2011

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INTERNATIONAL DEVELOPMENT EXCHANGE 827 VALENCIA STREET, SUITE 101 SAN FRANCISCO, CA 94110-1736	77-0071852	501(C)(3)	18,476.	0.			NO KID HUNGRY STATE-CITY GRANTS
JUST FOOD 1155 AVENUE OF THE AMERICAS, THIRD NEW YORK, NY 10036	06-1555759	501(C)(3)	10,000.	0.			TASTE OF THE NATION CHS 2011
JUST HARVEST EDUCATION FUND 16 TERMINAL WAY PITTSBURGH, PA 15219	25-1555571	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
KANSAS FOOD BANK 1919 E DOUGLAS AVENUE WICHITA, KS 67211-1627	48-0959213	501(C)(3)	11,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
KIDS' MEALS, INC. 205 W CROSSTIMBERS STREET HOUSTON, TX 77018-5631	76-0330447	501(C)(3)	17,448.	0.			TASTE OF THE NATION CHS 2011
KLAMATH/LAKE COUNTIES FOOD BANK 3231 MAYWOOD DRIVE KLAMATH FALLS, OR 97603-5764	93-0873280	501(C)(3)	6,278.	0.			TASTE OF THE NATION CHS 2011
LEGAL SERVICES ADVOCACY PROJECT 2324 UNIVERSITY AVENUE WEST, SUITE SAINT PAUL, MN 55114	41-1412710	501(C)(3)	17,111.	0.			TASTE OF THE NATION CHS 2011
LINCOLN COUNTY SCHOOLS: CHILD NUTRITION - 353 N GENERALS BOULEVARD - LINCOLNTON, NC 28093 0400		N/A	18,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
LOAVES & FISHES, INC. 25 WOODS LAKE ROAD, SUITE 812 GREENVILLE, SC 29607-2765	57-0931804	501(C)(3)	17,343.	0.			TASTE OF THE NATION CHS 2011

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LOS ANGELES COALITION TO END HUNGER & HOMELESSNESS - 3300 WILSHIRE BOULEVARD, FLOOR 3 - LOS ANGELES, CA 90027	95-4304629	501(C)(3)	10,000.	0.			TASTE OF THE NATION CHS 2011
LOS ANGELES REGIONAL FOOD BANK 1734 EAST 41ST STREET LOS ANGELES, CA 90058-1502	95-3135649	501(C)(3)	37,000.	0.			TASTE OF THE NATION CHS 2011
MARY'S CENTER FOR MATERNAL AND CHILD CARE, INC. - 2333 ONTARIO ROAD, NW - WASHINGTON, DC 20009-2627	23-7200739	501(C)(3)	21,348.	0.			TASTE OF THE NATION CHS 2011
MARYLAND HUNGER SOLUTIONS 400 EAST PRATT STREET, SUITE 606 BALTIMORE, MD 21202	52-1594116	501(C)(3)	335,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
MERCER STREET FRIENDS 824 SILVIA STREET EWING, NJ 08628	21-0733990	501(C)(3)	6,751.	0.			TASTE OF THE NATION CHS 2011
MINISTRY OF CARING INC. 506 NORTH CHURCH STREET WILMINGTON, DE 19801	51-0209843	501(C)(3)	14,423.	0.			TASTE OF THE NATION CHS 2011
MISSION SAN JUAN CAPISTRANO (FATHER SERRA'S FOOD PANTRY) - 31611 EL CAMINO REAL - SAN JUAN CAPISTRANO, CA 92675	95-1904079	N/A	9,210.	0.			TASTE OF THE NATION CHS 2011
MONTANA DEPARTMENT OF PUBLIC HEALTH AND HUMAN SERVICES - P.O. BOX 4210 111 SANDERS - HELENA, MT 59604-4210		N/A	18,750.	0.			NO KID HUNGRY STATE-CITY GRANTS
MONTANA FOOD BANK NETWORK 5625 EXPRESSWAY MISSOULA, MT 59808-9071	81-0421243	501(C)(3)	12,522.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT

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MONTGOMERY COUNTY SCHOOLS, CHILD NUTRITION DEPARTMENT - 441 PAGE STREET - TROY, NC 27371 0427		N/A	7,400.	0.			NO KID HUNGRY STATE-CITY GRANTS
NATIONAL EDUCATION ASSOCIATION HEALTH INFORMATION NETWORK - 1201 16TH STREET, NW, SUITE 216 - WASHINGTON, DC 20036-3201	58-1898631	501(C)(3)	60,000.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)
NC SERVES 3701 LAKE BOONE TRAIL #201 RALEIGH, NC 27607		N/A	42,500.	0.			NO KID HUNGRY STATE-CITY GRANTS
NEAR NORTH HEALTH SERVICE CORPORATION - 1276 NORTH CLYBOURN AVENUE - CHICAGO, IL 60610-2089	36-3197647	501(C)(3)	15,000.	0.			TASTE OF THE NATION CHS 2011
NEW HAMPSHIRE FOOD BANK 700 EAST INDUSTRIAL DRIVE MANCHESTER, NH 03109	02-0222163	501(C)(3)	52,417.	0.			TASTE OF THE NATION CHS 2011
NEW MEXICO CENTER ON LAW AND POVERTY, INC. - 720 VASSAR DRIVE NE - ALBUQUERQUE, NM 87106-2724	85-0437960	501(C)(3)	10,000.	0.			SNAP PROGRAM OUTREACH
NEW MEXICO COLLABORATION TO END HUNGER - 3301 MENAUL BOULEVARD NE, #2 - ALBUQUERQUE, NM 87107	85-0295444	501(C)(3)	174,919.	0.			NO KID HUNGRY STATE-CITY GRANTS
NEW YORK CITY COALITION AGAINST HUNGER - 50 BROAD STREET, SUITE 1520 - NEW YORK, NY 10004-2314	13-3471350	501(C)(3)	16,367.	0.			NO KID HUNGRY STATE-CITY GRANTS
NEWBERRY COUNTY SCHOOLS (MID CAROLINA MIDDLE SCHOOL) - 6834 U.S. HIGHWAY 76 - PROSPERITY, SC 29127		N/A	30,000.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)

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NORTH TEXAS FOOD BANK 4500 SOUTH COCKRELL HILL ROAD DALLAS, TX 75236-2028	75-1785357	501(C)(3)	51,892.	0.			TASTE OF THE NATION CHS 2011
NUTRITION PLUS, INC. 1801 SALEM CHURCH ROAD GOLDSBORO, NC 27530	58-1882981	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
NYC COALITION AGAINST HUNGER 16 BEAVER STREET 3RD FLOOR NEW YORK, NY 10004-2314	13-3471350	501(C)(3)	100,000.	0.			TASTE OF THE NATION CHS 2011
OF ONE ACCORD INC. P.O. BOX 207 ROGERSVILLE, TN 37857-0207	62-1391365	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
OGDEN WEBER COMMUNITY ACTION PARTNERSHIP, INC. - 3159 GRANT AVENUE - OGDEN, UT 84401-3942	87-6124938	501(C)(3)	17,951.	0.			TASTE OF THE NATION CHS 2011
OREGON FOOD BANK P.O. BOX 55370 PORTLAND, OR 97238-5370	93-0785786	501(C)(3)	18,834.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
OXFAM INTERNATIONAL 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114-2206	23-7069110	501(C)(3)	36,951.	0.			INTERNATIONAL ANTI-HUNGER SUPPORT
PARTNERS FOR A HUNGER-FREE OREGON 712 SE HAWTHORNE BOULEVARD #202 PORTLAND, OR 97214	93-0785786	501(C)(3)	32,695.	0.			TASTE OF THE NATION CHS 2011
PHILABUNDANCE 3616 S GALLOWAY STREET PHILADELPHIA, PA 19148-5402	23-2290505	501(C)(3)	10,455.	0.			TASTE OF THE NATION CHS 2011

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PREBLE STREET P.O. BOX 1459 PORTLAND, ME 04104-1459	01-0418917	501(C)(3)	15,636.	0.			TASTE OF THE NATION CHS 2011
PRINCE GEORGE'S PUBLIC SCHOOLS 13300 OLD MARLBORO PIKE UPPER MARLBORO, MD 20772		N/A	15,000.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT
PRINCE GEORGE'S PUBLIC SCHOOLS 13300 OLD MARLBORO PIKE UPPER MARLBORO, MD 20772		N/A	5,000.	0.			SCHOOL BREAKFAST PROGRAM SUPPORT
PROJECT BREAD - THE WALK FOR HUNGER - 145 BORDER STREET - EAST BOSTON, MA 02128-1903	04-2931195	501(C)(3)	24,894.	0.			TASTE OF THE NATION CHS 2011
PROJECT MANA 948 INCLINE WAY INCLINE VLG, NV 89451	94-3149718	501(C)(3)	6,771.	0.			TASTE OF THE NATION CHS 2011
PROP - EAST END KID'S KATERING 2338 CONGRESS STREET PORTLAND, ME 04102-1908	01-0274725	501(C)(3)	17,591.	0.			TASTE OF THE NATION CHS 2011
RACHEL'S TABLE-JEWISH FEDERATION 633 SALISBURY STREET WORCESTER, MA 01609	04-2104363	501(C)(3)	11,027.	0.			TASTE OF THE NATION CHS 2011
ROCKINGHAM COMMUNITY ACTION 4 CUTTS STREET PORTSMOUTH, NH 03801-4511	02-0268379	501(C)(3)	27,924.	0.			TASTE OF THE NATION CHS 2011
SAN ANTONIO FOOD BANK 5200 OLD HWY 90 WEST SAN ANTONIO, TX 78227-2209	74-2122979	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT

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SAN DIEGO HUNGER COALITION 4305 UNIVERSITY AVENUE, SUITE 320B SAN DIEGO, CA 92105	30-0507718	501(C)(3)	15,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880-3108	06-0726487	501(C)(3)	12,317.	0.			INTERNATIONAL ANTI-HUNGER SUPPORT
SCHOOL'S OUT WASHINGTON (YWCA OF SEATTLE/KING COUNTY/SNOHOMISH COUNTY HOST - 801 23RD AVENUE SOUTH - SEATTLE, WA 98144	91-0482890	501(C)(3)	15,000.	0.			AFTERSCHOOL MEALS PROGRAM SUPPORT
SEACOAST FAMILY FOOD PANTRY 7 JUNKINS AVENUE PORTSMOUTH, NH 03801-4561	02-0226943	501(C)(3)	9,396.	0.			TASTE OF THE NATION CHS 2011
SECOND HARVEST FOOD BANK OF CENTRAL FLORIDA, INC. - 2008 BRENGLE AVENUE - ORLANDO, FL 32808-5604	59-2142315	501(C)(3)	48,780.	0.			TASTE OF THE NATION CHS 2011
SECOND HARVEST FOOD BANK OF GREATER NEW ORLEANS AND ACADIANA - 700 EDWARDS AVENUE - NEW ORLEANS, LA 70123	72-0956468	501(C)(3)	33,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
SECOND HARVEST FOOD BANK OF METROLINA - 500 B SPRATT STREET - CHARLOTTE, NC 28206-2913	56-1352593	501(C)(3)	54,616.	0.			TASTE OF THE NATION CHS 2011
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE - 331 GREAT CIRCLE ROAD - NASHVILLE, TN 37228-1703	62-1049447	501(C)(3)	21,200.	0.			SUMMER MEALS PROGRAM SUPPORT
SECOND HARVEST FOOD BANK OF ORANGE COUNTY - 8014 MARINE WAY - IRVINE, CA 92618	95-3033494	501(C)(3)	18,421.	0.			TASTE OF THE NATION CHS 2011

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SECOND HARVEST HEARTLAND 1140 GERVAIS AVENUE SAINT PAUL, MN 55109-2020	23-7417654	501(C)(3)	33,111.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
SOUTHERN APPALACHIAN LABOR SCHOOL FOUNDATION, INC - P.O. BOX 127 - KINCAID, WV 25119-0127	55-0620198	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
SOUTHERN NEW HAMPSHIRE SERVICES, INC. - P.O. BOX 5040 - MANCHESTER, NH 03108	02-0268285	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT
ST. JOSEPH CENTER 204 HAMPTON DRIVE VENICE, CA 90291-2623	95-3874381	501(C)(3)	20,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
ST. MARY'S FOOD BANK ALLIANCE 2831 NORTH 31ST AVENUE PHOENIX, AZ 85009	23-7353532	501(C)(3)	11,534.	0.			TASTE OF THE NATION CHS 2011
ST. VINCENT DE PAUL SOCIETY P.O. BOX 42157 PORTLAND, OR 97242-0157	93-0456525	501(C)(3)	9,417.	0.			SUMMER MEALS PROGRAM SUPPORT
STRAFFORD COUNTY COMMUNITY ACTION COMMITTEE, INC. - P.O. BOX 160 - DOVER, NH 03821-0160	02-0268636	501(C)(3)	21,924.	0.			TASTE OF THE NATION CHS 2011
TEXAS HUNGER INITIATIVE- CHECK TOBAYLOR UNIVERSITY (MAIL TO BAYLOR UNIVERSI - ONE BEAR PLACE #97320 - WACO, TX 76798	74-1159753	501(C)(3)	147,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
THE FOOD TRUST 1617 J. F. KENNEDY BOULEVARD, SUITE PHILADELPHIA, PA 19103	23-2678383	501(C)(3)	23,364.	0.			SCHOOL BREAKFAST PROGRAM (WEIGHT WATCHERS)

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE GREATER BOSTON FOOD BANK 70 SOUTH BAY AVENUE BOSTON, MA 02118-2700	04-2717782	501(C)(3)	11,525.	0.			TASTE OF THE NATION CHS 2011
THE INTERSECTION 7 EAST SEXTON ROAD COLUMBIA, MO 65203-4060	43-1916878	501(C)(3)	13,835.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
THE LAMBI FUND OF HAITI P.O. BOX 18955 WASHINGTON, DC 20036-8955	52-1843357	501(C)(3)	61,240.	0.			HAITI EMERGENCY, INTERNATIONAL ANTI-HUNGER SUPPORT
THE LEARNING WEB, INC. 515 WEST SENECA STREET ITHACA, NY 14850-4033	16-1494941	501(C)(3)	6,952.	0.			TASTE OF THE NATION CHS 2011
THREE SQUARE (AKA THREE SQUARE FOOD BANK) - 4190 NORTH PECOS ROAD - LAS VEGAS, NV 89115-0187	30-0396918	501(C)(3)	26,312.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
TOLEDO BOTANICAL GARDEN 5403 ELMER DRIVE TOLEDO, OH 43615-2803	34-1350559	501(C)(3)	12,356.	0.			TASTE OF THE NATION CHS 2011
TOLEDO DAY NURSERY 2211 JEFFERSON AVENUE TOLEDO, OH 43604	34-4465880	501(C)(3)	18,122.	0.			TASTE OF THE NATION CHS 2011
TOLEDO NORTHWESTERN OHIO FOOD BANK, INC. - 24 EAST WOODRUFF AVENUE - TOLEDO, OH 43604	34-1441016	501(C)(3)	8,237.	0.			INTERNAL SPECIAL REQUEST FOR FUNDS
UNH SPONSORED RESEARCH ADMINISTRATION - 51 COLLEGE ROAD, SERVICE BUILDING, ROOM 111 - DURHAM, NH 03824-2334	02-6000937	501(C)(3)	31,673.	0.			TASTE OF THE NATION CHS 2011

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED BOYS & GIRLS CLUB 5638 HOLLISTER AVENUE, SUITE 220 GOLETA, CA 93117	23-7087814	501(C)(3)	7,473.	0.			NO KID HUNGRY STATE-CITY GRANTS
UNIVERSITY OF MINNESOTA EXTENSION 436 COFFEY HALL, 1420 ECKLES AVENUE ST. PAUL, MN 55108	41-6042488	501(C)(3)	13,689.	0.			TASTE OF THE NATION CHS 2011
UNIVERSITY OF NEVADA, RENO (UNR FOUNDATION) - 8050 PARADISE ROAD, SUITE 100 - LAS VEGAS, NV 89123	88-6000024	501(C)(3)	13,541.	0.			TASTE OF THE NATION CHS 2011
URBAN COMMUNITY SCHOOL PROPERTY FOUNDATION - 4909 LORAIN AVENUE - CLEVELAND, OH 44102-3353	20-0026998	501(C)(3)	5,177.	0.			SUMMER MEALS PROGRAM SUPPORT
UTAH FOOD BANK 3150 SOUTH 900 WEST SALT LAKE CITY, UT 84119	87-0212453	501(C)(3)	8,975.	0.			TASTE OF THE NATION CHS 2011
UTAHNS AGAINST HUNGER 455 EAST 400 SOUTH, SUITE 407 SALT LAKE CTY, UT 84111-0000	87-0343164	501(C)(3)	44,877.	0.			TASTE OF THE NATION CHS 2011
WEST VIRGINIA UNIVERSITY FOUNDATION - P.O. BOX 6031 - MORGANTOWN, WV 26506	55-6019228	501(C)(3)	25,000.	0.			NO KID HUNGRY STATE-CITY GRANTS
WESTERN COMMUNITY ACTION 1400 SOUTH SARATOGA STREET MARSHALL, MN 56258	41-0888137	501(C)(3)	6,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEALS, PROGRAM SUPPORT
WHOLE AGAIN INTERNATIONAL 727 EZZARD CHARLES DRIVE CINCINNATI, OH 45203	04-3810137	501(C)(3)	8,000.	0.			SUMMER MEALS PROGRAM SUPPORT

COPY

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372-0248	75-2712117	501(C)(3)	20,757.	0.			TASTE OF THE NATION CHS 2011
WITHINREACH 11000 LAKE CITY WAY NE, SUITE 301 SEATTLE, WA 98125-6748	91-1443685	501(C)(3)	20,000.	0.			SUMMER MEALS PROGRAM SUPPORT
WORCESTER COUNTY FOOD BANK, INC. 474 BOSTON TURNPIKE SHREWSBURY, MA 01545-3948	04-3071457	501(C)(3)	14,702.	0.			TASTE OF THE NATION CHS 2011
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND - 2 W. FRANKLIN STREET - RICHMOND, VA 23220	54-0505986	501(C)(3)	10,000.	0.			SNAP OR WIC OUTREACH, OR AFTERSCHOOL MEAL, PROGRAM SUPPORT
YOUTH & FAMILY SERVICES, INC. P.O. BOX 2813 RAPID CITY, SD 57709-2813	46-6017085	501(C)(3)	10,000.	0.			SUMMER MEALS PROGRAM SUPPORT

COPY

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: ORGANIZATIONS MUST MEET CERTAIN CRITERIA IN ORDER TO BE FUNDED BY SHARE OUR STRENGTH. FOR EXAMPLE, ALL ORGANIZATIONS MUST PROVIDE US WITH A COPY OF THEIR NONPROFIT/501(C)(3) DETERMINATION LETTER, A COPY OF THEIR MOST RECENT AUDITED STATEMENT IF THEY HAVE ONE, THEIR EMPLOYER IDENTIFICATION NUMBER AND OTHER ORGANIZATIONAL INFORMATION, AS WELL AS PROGRAMMATIC AND FINANCIAL INFORMATION. ADDITIONALLY, CERTAIN DATA PROVIDED BY APPLICANTS IS VERIFIED WITH THE INTERNAL REVENUE SERVICE (IRS) THROUGH OUR ONLINE GRANTS APPLICATION SYSTEM.

Part IV **Supplemental Information**

SHARE OUR STRENGTH USES A COMBINATION OF STRATEGIES TO ENSURE THAT OUR GRANTEE ORGANIZATIONS ARE IN COMPLIANCE WITH OUR GRANT AWARD GUIDELINES. THESE STRATEGIES INCLUDE BI-ANNUAL AND/OR ANNUAL REPORTING OF PROGRESS AGAINST GOALS, SITE VISITS TO GRANTEE ORGANIZATIONS TO MONITOR ACTIVITIES BEING FUNDED THROUGH OUR ORGANIZATIONS, REVERSE SITE VISITS WHERE GRANTEES VISIT OUR OFFICES TO SHARE INFORMATION ABOUT THEIR PROJECTS, PROGRESS AND IMPACT, AND TELEPHONE CALLS TO DISCUSS FUNDED PROJECTS. REPORTS ARE STORED ELECTRONICALLY USING AN ONLINE GRANTS MANAGEMENT SYSTEM.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. ☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a	X	
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 WILLIAM H. SHORE	(i)	236,838.	30,384.	0.	4,737.	10,317.	282,276.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 DEBBIE SHORE	(i)	160,889.	20,096.	0.	3,218.	6,811.	191,014.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 JOSH WACHS	(i)	180,037.	24,281.	0.	0.	13,091.	217,409.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 CHARLES SCOFIELD	(i)	158,070.	24,688.	0.	3,161.	7,543.	193,462.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 DAVE SLATER	(i)	137,002.	7,383.	0.	2,740.	13,091.	160,216.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

COPY

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B: THOMAS NELSON, PRESIDENT & COO, RECEIVED A CONTRIBUTION $2,250 FROM THE 457(F) RETIREMENT PLAN.

PART I, LINE 6: STAFF ARE ELIGIBLE FOR PERCENTAGE BONUSES BASED ON THE NET EARNINGS OF THE ORGANIZATION.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number 52-1367538

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory	X	20	371,432.	
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	X	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization	Employer identification number
SHARE OUR STRENGTH, INC.	52-1367538

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
STATES BY MOBILIZING PRIVATE CITIZENS, PUBLIC OFFICIALS, NONPROFITS, BUSINESS LEADERS AND OTHERS PROVIDING INNOVATIVE HUNGER SOLUTIONS IN THEIR COMMUNITIES. BY CONNECTING KIDS IN NEED WITH NUTRITIOUS FOOD AND TEACHING THEIR FAMILIES HOW TO COOK HEALTHY, AFFORDABLE MEALS, SHARE OUR STRENGTH'S NO KID HUNGRY CAMPAIGN SURROUNDS CHILDREN WITH HEALTHY FOOD WHERE THEY LIVE, LEARN AND PLAY.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:
CHANGES NEEDED TO ACHIEVE OUR GOALS.

FORM 990, PART VI, SECTION A, LINE 2: WALLY DOOLIN, DIRECTOR IS MARRIED TO JONI DOOLIN, DIRECTOR. WILLIAM H. SHORE, FOUNDER & CEO AND BOARD OF DIRECTOR'S MEMBER IS THE BROTHER OF DEBBIE SHORE, CO-FOUNDER.

FORM 990, PART VI, SECTION A, LINE 4: SHARE OUR STRENGTH MADE CHANGES IN THE BYLAWS THAT INCLUDE AN IMPLEMENTATION OF THREE YEAR TERMS FOR MEMBERS OF THE BOARD OF DIRECTORS, LIMITING THE NUMBER OF CONSECUTIVE TERMS OF THE MEMBERS OF THE BOARD OF DIRECTORS TO THREE TERMS, AND CREATING AND APPOINTING MEMBERS TO AN AUDIT COMMITTEE OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11: THE FEDERAL FORM 990 WILL BE REVIEWED IN DETAIL BY THE CHAIRMAN OF THE AUDIT COMMITTEE AND DISTRIBUTED TO THE FULL BOARD OF DIRECTORS FOR THEIR INFORMATION AND REVIEW AT THE DECEMBER BOARD MEETING.

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

FORM 990, PART VI, SECTION B, LINE 12C: WE REGULARLY MONITOR ANY CONFLICTS OF INTEREST AND NONE HAVE BEEN BROUGHT TO OUR ATTENTION. THE HUMAN RESOURCE DEPARTMENT ENCOURAGES STAFF TO BRING ANY SITUATIONS TO THEIR ATTENTION AND MAKE PROMPT AND FULL DISCLOSURE IN WRITING ANY POTENTIAL SITUATIONS THAT MAY INVOLVE A CONFLICT OF INTEREST. THE POLICY IS INCLUDED IN OUR EMPLOYEE HANDBOOK AND WHISTLEBLOWER POLICY. EACH MEMBER OF THE BOARD OF DIRECTORS ALSO SIGNS SHARE OUR STRENGTH'S CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, SECTION B, LINE 15: A COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT DIRECTORS REVIEWS MARKET DATA ANNUALLY, AND RECOMMENDS THE FOUNDER AND CHIEF EXECUTIVE OFFICER COMPENSATION TO THE FULL BOARD OF DIRECTORS FOR APPROVAL IN EXECUTIVE SESSION WITHOUT THE FOUNDER/CEO PRESENT. IN-DEPTH MARKET SURVEYS ARE EXECUTED EVERY OTHER YEAR USING AN OUTSIDE CONSULTANT, MOST RECENTLY IN EARLY 2009. THE PRESIDENT AND CFO DETERMINE COMPENSATION FOR THE OTHER OFFICERS IN CONSULTATION WITH THE COMPENSATION COMMITTEE, USING THE SAME MARKET DATA DEVELOPED AND USED TO EVALUATE THE COMPENSATION FOR THE FOUNDER/CEO. THE EXCEPTION IS THE CO-FOUNDER, WHO IS RELATED TO THE FOUNDER/CEO. HER PAY IS DETERMINED DIRECTLY BY THE COMPENSATION COMMITTEE IN CONSULTATION WITH THE PRESIDENT AND CFO.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: AL,AK,AZ,AR,CA,CO,CT,FL,GA,HI,IL,KS,KY,ME,MD,MA,MI,MN,MS,MO,NH,NJ,NY,NC,ND OH,OK,OR,PA,RI,SC,TN,UT,VA,WA,WV,WI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC VIA EMAIL OR US MAIL.

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number: 52-1367538

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

PRIOR PERIOD ADJUSTMENTS:	2,889,174.
LOSS FROM SUBSIDIARY	-166,539.
TOTAL TO FORM 990, PART XI, LINE 5	2,722,635.

SCHEDULE R
(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: SHARE OUR STRENGTH, INC.

Employer identification number 52-1367538

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
SHARE OUR STRENGTH ENTERPRISES, LLC - 51-0597759, 1730 M STREET, NW, SUITE 700, WASHINGTON, DC 20036	NON-OPERATING HOLDING COMPANY	DELAWARE	0.	0.	N/A
SHARE OUR STRENGTH HOLDINGS, LLC 1730 M STREET, NW, SUITE 700 WASHINGTON, DC 20036	NON-OPERATING HOLDING COMPANY	DELAWARE	0.	0.	N/A

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

132161 01-23-12 LHA

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Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
COMMUNITY WEALTH VENTURES, INC. - 52-2025260 1730 M STREET, NW, SUITE 700 WASHINGTON, DC 20036	CONSULTING	DC	SHARE OUR STRENGTH, INC.	C CORP	-243,002.	1,476,934.	100%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

		Line	Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X	
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h		X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	X	
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n	Sharing of paid employees with related organization(s)	1n		X
o	Reimbursement paid to related organization(s) for expenses	1o		X
p	Reimbursement paid by related organization(s) for expenses	1p	X	
q	Other transfer of cash or property to related organization(s)	1q		X
r	Other transfer of cash or property from related organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) COMMUNITY WEALTH VENTURES, INC.	A	8,801.	
(2) COMMUNITY WEALTH VENTURES, INC.	L	1,074,502.	
(3) COMMUNITY WEALTH VENTURES, INC.	P	134,384.	
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor-tionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions Share Our Strength	Employer identification number (EIN) or [X] 52-1367538
	Number, street, and room or suite no. If a P.O. box, see instructions. 1730 M Street, NW, Suite 700	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Washington, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ John Green 1730 M Street, NW, Suite 700 - Washington, DC 20036
  Telephone No. ▶ (202)478-6504 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is needed to gather information necessary to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CPA Date ▶ 8-9-12

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01-06-12

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